

RECORDATION NO. 29475 FILED

SEP 20 '10 -8 00 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

September 20, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Full Service Railcar Lease, dated as of September 17, 2010, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: BBRX Five LLC
600 Lexington Ave, 19th Fl
New York, NY 10022

Lessee: CSX Transportation, Inc.
100 North Charles Street
Baltimore, MD 21201

Section Chief
September 20, 2010
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A description of the railroad equipment covered by the enclosed document is:

133 railcars within the series AOK 354616 - AOK 354999 as more particularly set forth in the attachment to the document

A short summary of the document to appear in the index is:

Memorandum of Full Service Railcar Lease

Also enclosed is a check in the amount of \$41 00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/sem
Enclosures

SEP 20 '10 -8 00 AM

MEMORANDUM OF FULL SERVICE RAILCAR LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF FULL SERVICE RAILCAR LEASE dated as of this 17th day of September, 2010, to that certain Master Full Service Railcar Lease dated as of August 11, 2010, between BBRX FIVE LLC, a Delaware limited liability company (the "Lessor") and CSX TRANSPORTATION, INC., a Virginia corporation (the "Lessee"), is made by the Lessor and the Lessee (the Lessor and together with the Lessee, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT

WHEREAS, the Parties entered into that certain Master Full Service Railcar Lease dated as of August 11, 2010 and Schedule No. 01 thereto dated as of the same date (hereinafter as the same may from time to time be amended, modified or supplemented, the "Agreement");

WHEREAS, the Parties have entered into Schedule No. 02 dated as of September 17, 2010, covering the equipment listed on Exhibit A hereto (the "Cars") and wish to show for the public record the existence of Schedule No. 02, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date set forth below.

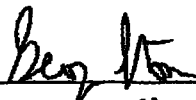
NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Cars to the Lessee in accordance with the terms and conditions of the Agreement, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein

This Memorandum of Full Service Railcar Lease may be executed by the Parties in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument


[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the undersigned has caused this Memorandum of Full Service Railcar Lease to be executed by a duly authorized officer as of the day and year as set forth below.

BBRX FIVE LLC, as Lessor

By: 
Name: George Fane
Title: Vice President
Date: 9/17/10

CSX TRANSPORTATION, INC., as Lessee

By: 
Name: CHARLES MASTROIANNI
Title: VP Operations & Training
Date: 14 Sep 10

STATE OF New York)

) SS:

COUNTY OF New York)

On 9/17, 2010 before me, Indra Bedasie Notary Public, personally appeared George Jone, personally known to me to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Indra Bedasie

INDRA BEDASIE
Notary Public, State of New York
No. 018E6014602
Qualified in Queens County
Certificate Filed in New York County
Commission Expires October 19, 2010

STATE OF Florida)

) SS:

COUNTY OF Duval)

On 10th Sep., 2010, before me, Florence J. Miller, Notary Public, personally appeared Christina H. Stomako personally known to me to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument

WITNESS my hand and official seal.

Florence J. Miller

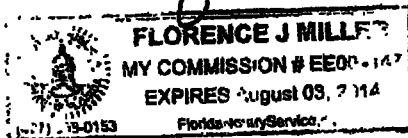


EXHIBIT A

MEMORANDUM OF FULL SERVICE RAILCAR LEASE

Quantity/Car Description

One hundred thirty three (133) 60'-9" Plate F boxcars with double 8' plug doors and 15" EOCC, 286,000 GRL, AAR Car Type Code A636, built by Gunderson Inc.

Reporting Marks/Numbers

AOK 354616	AOK 354738	AOK 354870	AOK 354979
AOK 354624	AOK 354739	AOK 354874	AOK 354980
AOK 354625	AOK 354740	AOK 354876	AOK 354983
AOK 354629	AOK 354744	AOK 354882	AOK 354984
AOK 354630	AOK 354745	AOK 354890	AOK 354985
AOK 354631	AOK 354750	AOK 354891	AOK 354987
AOK 354633	AOK 354754	AOK 354892	AOK 354989
AOK 354635	AOK 354755	AOK 354893	AOK 354993
AOK 354639	AOK 354756	AOK 354896	AOK 354995
AOK 354640	AOK 354757	AOK 354900	AOK 354999
AOK 354646	AOK 354760	AOK 354901	
AOK 354648	AOK 354761	AOK 354902	
AOK 354651	AOK 354762	AOK 354903	
AOK 354652	AOK 354764	AOK 354907	
AOK 354653	AOK 354765	AOK 354909	
AOK 354657	AOK 354775	AOK 354911	
AOK 354664	AOK 354782	AOK 354915	
AOK 354667	AOK 354784	AOK 354918	
AOK 354669	AOK 354785	AOK 354920	
AOK 354676	AOK 354794	AOK 354921	
AOK 354680	AOK 354797	AOK 354925	
AOK 354681	AOK 354799	AOK 354926	
AOK 354684	AOK 354802	AOK 354929	
AOK 354686	AOK 354809	AOK 354934	
AOK 354688	AOK 354812	AOK 354935	
AOK 354693	AOK 354816	AOK 354936	
AOK 354699	AOK 354817	AOK 354939	
AOK 354701	AOK 354827	AOK 354946	
AOK 354702	AOK 354828	AOK 354947	
AOK 354703	AOK 354834	AOK 354952	
AOK 354704	AOK 354837	AOK 354953	
AOK 354705	AOK 354840	AOK 354954	
AOK 354707	AOK 354841	AOK 354958	
AOK 354708	AOK 354844	AOK 354961	
AOK 354709	AOK 354856	AOK 354967	
AOK 354713	AOK 354858	AOK 354969	
AOK 354715	AOK 354859	AOK 354970	
AOK 354722	AOK 354861	AOK 354975	
AOK 354723	AOK 354862	AOK 354976	
AOK 354724	AOK 354863	AOK 354977	
AOK 354732	AOK 354864	AOK 354978	

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

9/20/12



Robert W. Alvord